

COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD

RESOLUTION NUMBER NO. OB-20~~20~~ - 04

**A RESOLUTION OF THE COUNTY OF ALAMEDA
COUNTYWIDE OVERSIGHT BOARD
APPROVING THE ANNUAL RECOGNIZED OBLIGATION PAYMENT SCHEDULE
AND ADMINISTRATIVE BUDGET FOR THE SUCCESSOR AGENCY OF THE
EMERYVILLE REDEVELOPMENT AGENCY FOR
THE PERIOD JULY 1, 2020 - JUNE 30, 2021, PURSUANT TO SECTION 34177 OF
THE CALIFORNIA HEALTH AND SAFETY CODE**

WHEREAS, the Redevelopment Dissolution Law (AB 1X 26, enacted June 28, 2011, as amended by AB 1484, enacted June 27, 2012 and SB 107, enacted September 22, 2015) and Section 34177 of the Health and Safety Code required the successor agencies, among other things, to expeditiously wind down affairs of each former redevelopment agency (“RDA”), while continuing to meet the former RDA’s enforceable obligations, overseeing completion of redevelopment projects, and disposing of the assets and properties of the former RDA, all as directed by the successor agencies’ oversight boards pursuant to Health and Safety Code Section 34179; and

WHEREAS, Health and Safety Code Section 34179(j) provided for the creation of a single Countywide Oversight Board (“Oversight Board”) commencing on and after July 1, 2018; and

WHEREAS, Section 34177 (o) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”), following approval by the Oversight Board, to submit to the State Department of Finance (“DOF”), and to the Alameda County Auditor-Controller (“County Auditor”) for review, the Recognized Obligation Payment Schedules (“ROPS”) in the manner provided by DOF no later than February 1; and

WHEREAS, Section 34177 (l) (1) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”) to prepare a ROPS listing the former RDA’s recognized enforceable obligations, payment sources, and related information for each one-year fiscal period; and

WHEREAS, commencing July 1, 2016, and for each fiscal year thereafter, the Successor Agency is entitled to an annual administrative cost allowance pursuant to Health and Safety Code Section 34171(b); and

WHEREAS, Section 34177 (j) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”), to prepare a proposed administrative budget (“Administrative Budget”) and submit it to the Oversight Board for approval; and

WHEREAS, the Successor Agency has prepared a draft of the ROPS and Administrative Budget for the period July 1, 2020 through June 30, 2021 for the ROPS 20-21 and Administrative Budget 20-21, respectively, and submitted to the Oversight Board for approval; and

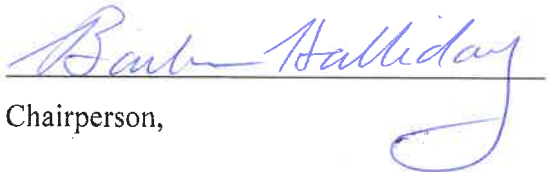
WHEREAS, the Oversight Board held a public meeting on January 22, 2020, and considered the ROPS 20-21 and Administrative Budget 20-21 following the notice required by law.


NOW, THEREFORE, RESOLVED that the Oversight Board hereby approves “Recognized Obligation Payment Schedule for the period July 1, 2020 through June 30, 2021” attached to this resolution as Exhibit A.

FURTHER RESOLVED that the Oversight Board hereby approves “Administrative Budget for the period July 1, 2020 through June 30, 2021” attached to this resolution as Exhibit B. The Successor Agency is authorized to re-allocate expenditures between line item categories shown in the Administrative Budget and/or to retain outside services as needed to carry out the Successor Agency’s administrative responsibilities, provided that the total amount of the Administrative Budget is not exceeded.

PASSED AND ADOPTED at a regular meeting of the Oversight Board for the Successor Agency of the Emeryville Redevelopment Agency this 22nd day of January, 2020, by the following vote:

Board Members	Carson County Board of Supervisors	Halliday City Selection Committee	Sethy Ind. Special District Committee	Mack-Rose County Office of Education	Dela Rosa Chancellor of the CA Comm. College	O’Connell County Board of Supervisors (Public)	Katz Mulvey Recognized Employee Organization
AYES:	✓	✓	✓	✓	✓	✓	✓
NOES:							
ABSENT:							
ABSTAIN:							


Chairperson,

ATTEST:

Secretary of the Countywide Oversight Board
of the County of Alameda

Emeryville
Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail
July 1, 2020 through June 30, 2021

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 20-21 Total	L ROPS 20-21A (Jul - Dec)					Q 20-21A Total	R ROPS 20-21B (Jan - Jun)					W 20-21B Total	
											M Fund Sources						S Fund Sources						
											N Bond Proceeds	O Reserve Balance	P Other Funds	R RPTTF	T Admin RPTTF		U Bond Proceeds	V Reserve Balance	X Other Funds	Y RPTTF	Z Admin RPTTF		
								\$106,009,012		\$17,636,923	\$-	\$-	\$-	\$3,065,350	\$202,288	\$3,267,638	\$-	\$141,694	\$1,277,527	\$12,747,776	\$202,288	\$14,369,285	
1	Administrative Cost Allowance Per HSC 34177	Admin Costs	07/01/2020	06/30/2021	City of Emeryville	ADM-Finance Administrative Cost Allowance Per HSC 34177	Both	404,576	N	\$404,576	-	-	-	-	-	\$202,288	\$202,288	-	-	-	-	202,288	\$202,288
4	Contract for services	Admin Costs	01/01/2015	06/30/2018	Renne Sloane Holtzman Sakai LLP	ADM-Oversight Board Legal Counsel Provide legal advice to Board	Both	-	Y	\$-	-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
10	Affordable Housing Option Agreement (Feb 15, 2011)	Remediation	02/15/2011	12/31/2023	City of Emeryville-Housing Successor	AH-3706 San Pablo Avenue/ 1025 MacArthur Remediation of 3706 SPA	Emeryville	-	N	\$-	-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
39	Professional Services Agreement (September 1, 2010)	Litigation	09/01/2010	06/30/2021	Cox Castle Nichol森	ENV-Bay Street - Site B Cost Recovery Site B environmental cost recovery litigation	Emeryville	50,000	N	\$50,000	-	-	-	25,000	-	\$25,000	-	-	-	-	25,000	-	\$25,000
40	Settlements w/ Chevron, Adams, Koeckritz, Robinson, UPRR (July 23, 2010), Agency v Robinson et.al., Alameda County Sup Ct, Case No. RG06-267594	Remediation	07/23/2010	06/30/2021	EKI, California EPA - DTSC, Clearwater & other vendors	ENV-Bay Street - Site B Groundwater Remediation Costs to remediate groundwater beneath Site B from on-site and off-site sources	Emeryville	-	N	\$-	-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
41	Professional Services Agreement (10/6/04) and Amendments, 12/2/05; 5/19/06, 2/16/07, 2/19/07, 6/9/08; 12/16/08;	Remediation	10/06/2004	06/30/2023	Eler & Kalinowski (EKI)	ENV-Bay Street - Site B Groundwater Remediation Environmental engineer re on-going groundwater remediation at	Emeryville	948,939	N	\$750,000	-	-	-	375,000	-	\$375,000	-	-	-	-	375,000	-	\$375,000

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
	4/21/09, 7/21/09, 5/2/10; 9/21/10; 4/5/11, 6/18/13; 1/20/15; 6/16/15, 1/1/16					Site B																
43	Environmental Oversight Agreement	Remediation	06/27/2011	06/30/2019	California EPA - DTSC	ENV-Bay Street - Site B Groundwater Remediation Site B groundwater remediation oversight	Emeryville	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
44	Professional Services Agreement PSA (3/31/2003); 1st Amendment to PSA (04/20/2004), 2nd Amendment to PSA (10/5/2011)	Remediation	03/31/2003	12/31/2022	Erlar & Kalinowski (EKI)	ENV-Bay Street Site - A Groundwater Monitoring Environmental engineer re on-going groundwater monitoring at Bay Street/Site A	Shellmound	399,992	N	\$40,000	-	-	-	20,000	-	\$20,000	-	-	-	20,000	-	\$20,000
45	Environmental Oversight Agreement (Amended 3/13/07)	Remediation	03/13/2007	06/30/2021	California EPA - DTSC	ENV-Bay Street Site - A Groundwater Monitoring Regulatory Oversight 7/20/98 12/31/22	Shellmound	20,000	N	\$20,000	-	-	-	10,000	-	\$10,000	-	-	-	10,000	-	\$10,000
46	Settlement Agreement & Order (Feb 23, 2001) - Agency v Elementis; US District Ct, Case No. C99-03719 WHA	Remediation	02/23/2001	06/30/2021	Sherwin Williams	ENV-Bay Street Site - A Groundwater Monitoring Reimbursement of Groundwater Monitoring/ Remediation Costs w/credit for sums paid to EKI	Shellmound	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
47	Disposition and Development Agreement (Section 212) - Long Term Risk Management	Remediation	09/23/1999	06/30/2021	5616 Bay Street Investors LLC	ENV-Bay Street Site - A Groundwater Monitoring Responsible for costs of groundwater monitoring and	Shellmound	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	ROPS 20-21A (Jul - Dec)					Q	ROPS 20-21B (Jan - Jun)					W		
											L	M	N	O	P		20-21A Total	Fund Sources					20-21B Total	
																		Fund Sources						
																		Bond Proceeds	Reserve Balance	Other Funds	RPTTF			Admin RPTTF
	Plan					remediation as between Agency and property owners																		
48	City/Agency Purchase & Sale Agreement (June 4, 2009) - Corp Yard/Jan 27, 2012 Claim of City of Emeryville-California Tort Claim Act	Remediation	06/04/2009	06/30/2018	City of Emeryville as Indemnatee	ENV-Corporation Yard Remediation Indemnification of City for costs of remediation and monitoring of soil and groundwater contamination	Emeryville	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	-	\$-
49	Professional Services Agreement (September 1, 2010)	Legal	09/01/2010	06/30/2021	Cox Castle Nichol森	ENV-Corporation Yard Remediation Legal services relating to recovery of remediation costs	Emeryville	2,000,000	N	\$2,000,000	-	-	-	1,000,000	-	\$1,000,000	-	-	-	1,000,000	-	-	\$1,000,000	
51	Professional Services Agreement (January 31, 2012); 1st Amendment (July 16, 2013), 2nd Amendment (August 27, 2015), Third Amendment (January 1, 2016); Fourth Amendment (November 15, 2016)	Remediation	01/31/2012	06/30/2017	Erler & Kalinowski (EKI)	ENV-Corporation Yard Remediation and monitoring of soil and groundwater contamination	Emeryville	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	-	\$-
62	Contract for services	Professional Services	03/01/2020	12/31/2024	Unknown	F-Finance Audit Services	Both	17,600	N	\$17,600	-	-	-	14,100	-	\$14,100	-	-	-	3,500	-	-	\$3,500	
63	Bank account	Fees	08/01/2019	06/30/2021	Mechanics Bank	F-Finance Bank fees	Both	2,500	N	\$2,500	-	-	-	1,250	-	\$1,250	-	-	-	1,250	-	-	\$1,250	
64	Bond Trustee Fees	Fees	09/01/1995	09/01/2034	Bank of New York Mellon	F-Finance Bond Trustee services	Both	7,500	N	\$7,500	-	-	-	7,500	-	\$7,500	-	-	-	-	-	-	\$-	

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
67	Contract for services	Professional Services	01/12/1990	12/31/2020	MuniServices	F-Finance Property Tax Audit Services	Both	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
80	Lease (3/2/1993)	Miscellaneous	03/02/1993	10/15/2018	Alameda County	PI-Amtrak Station Property Taxes for Amtrak Stn	Emeryville	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
81	Lease (3/2/1993)	Property Dispositions	03/02/1993	10/15/2018	Wareham Development Corp	PI-Amtrak Station Obligation to purchase upon termination	Emeryville	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
82	Amended and Restated Passenger Station Lease/ Purchase	Property Dispositions	01/19/2000	10/15/2018	National Railroad Passenger Corp	PI-Amtrak Station Sublease of Amtrak station - obligation to sell upon termination	Emeryville	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
103	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2014	06/30/2021	Wildan Financial	F-Finance Annual Continuing Disclosure reporting	Both	3,000	N	\$3,000	-	-	-	-	-	\$-	-	-	-	3,000	-	\$3,000	
104	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2014	06/30/2021	PFM Group	F-Finance Arbitrage/ Rebate calculations	Both	2,500	N	\$2,500	-	-	-	2,500	-	\$2,500	-	-	-	-	-	-	\$-
108	Lease (3/2/1993)	Property Maintenance	03/02/1993	10/15/2018	Wareham Development Corp	Amtrak Station Lease- Obligation to pay for maintenance costs	Emeryville	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
116	Tax Allocation Refunding Bonds, 2014A Debt Service Payment	Refunding Bonds Issued After 6/27/12	09/03/2014	09/01/2034	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1, principal payable Sept 1	Both	87,072,000	N	\$9,768,000	-	-	-	-	-	\$-	-	141,694	1,277,527	8,348,779	-	\$9,768,000	
117	Tax Allocation Refunding Bonds, 2014B Debt Service Payment	Refunding Bonds Issued After 6/27/12	09/03/2014	09/01/2031	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1,	Both	11,860,405	N	\$1,351,247	-	-	-	-	-	\$-	-	-	-	1,351,247	-	\$1,351,247	

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
						principal payable Sept 1																	
120	Agreement Regarding SERAF Repayment Schedule	SERAF/ERAF	02/03/2015	09/01/2034	City of Emeryville Housing Successor	Repayment of SERAF shift per HSC 33690-Resolution No RD19-10	Both	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
121	Environmental Oversight Agreement	Remediation	01/15/2019	06/30/2021	California EPA - DTSC	Env - South Bayfront Site B Groundwater Remediation Oversight		75,000	N	\$75,000	-	-	-	37,500	-	\$37,500	-	-	-	37,500	-	-	\$37,500
122	Imminent & Substantial Endagerment Order	Remediation	01/15/2019	06/30/2021	California EPA - DTSC	Environmental - Corporation Yard Remediation Enforcement/ Oversight		150,000	N	\$150,000	-	-	-	75,000	-	\$75,000	-	-	-	75,000	-	-	\$75,000
123	Professional Services Agreement	Remediation	01/15/2019	06/30/2021	Erier & Kalinowski (EKI)	Environmental -Corporation Yard - Remediation of soil and groundwater contamination pursuant to DTSC Imminent & Substantial Endagerment Order		2,995,000	N	\$2,995,000	-	-	-	1,497,500	-	\$1,497,500	-	-	-	1,497,500	-	-	\$1,497,500
124	Environmental Insurance Policy	Remediation	07/01/2019	06/30/2020	Integro Insurance Brokers	ENV - Site B - Environmental Pollution Legal Liability Insurance Policy		-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-

Emeryville
Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (I), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation.								
A	B	C	D	E	F	G	H	
	ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)	Fund Sources				Comments		
		Bond Proceeds		Reserve Balance	Other Funds			RPTTF
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.			Non-Admin and Admin
1	Beginning Available Cash Balance (Actual 07/01/17) RPTTF amount should exclude "A" period distribution amount.			1,774,115	2,094,064	-	E1: June 30, 2017 beginning cash balance has been increased by \$20K from ROPS 19-20 report to reflect cash held by fiscal agent that is made available for debt service payment; the cash balance also includes FY 16-17 PPA/unspent RPTTF funds in the amount of \$1.0M.	
2	Revenue/Income (Actual 06/30/18) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller				1,262,590	12,642,753		
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)			545,759	812,710	12,005,615	G3: The \$12.0M includes \$8.9M for debt service payment made in September 2018	
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			1,005,055			E4 = FY 16-17 PPA/unspent RPTTF funds committed for FY 19-20 ROPS	

5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC		No entry required		637,138	G5 = FY 17-18 PPA/unspent RPTTF balance	
6	Ending Actual Available Cash Balance (06/30/18) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$223,301	\$2,543,944	\$-	E6: \$81K was committed for the 19-20B ROPS period and \$142K is available for the 20-21B ROPS period. F6: \$1.27M was committed for the 19-20B ROPS period and \$1.27M is available for the 20-21B ROPS period.

Emeryville
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
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43	This Agreement inadvertently expired in June 2018 and was replaced with a new oversight agreement as reflected in line item 121.
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49	Trial date set for January 31, 2022, in Federal Court for lawsuit brought by Successor Agency to recover from responsible parties costs incurred by Successor Agency to remediate contamination at Corporation Yard and expended pursuant to ROPS line items 122 and 123.
51	This item was denied by DOF as part of ROPS 17-18.
62	The City is planning to go out for an RFP (request for proposal) for audit services, and the contract term is expected to be five years covering audit services for fiscal year 2019-20 through fiscal year 2023-24. The potential audit firm/payee is unknown at this point.
63	The Successor Agency opened a bank account with Mechanics Bank in fiscal year 2019-20 and is in the process of switching its banking services from Wells Fargo Bank to Mechanics Bank. The payee name has been updated for the 20-21 ROPS.
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121	
122	<p>This item was included in ROPS 19-20 in anticipation of receipt of such an Order from DTSC; however, no such Order was received by the Successor Agency from DTSC and DOF denied the item. The Successor Agency did not contest denial of the item because no Order had in fact been received. Nevertheless, in anticipation that DTSC may issue such an order as has been represented to the Successor Agency, this line item is included as part of ROPS 20-21.</p>
123	<p>ROPS line item 123 was denied by DOF by letter dated May 17, 2019, which the Successor Agency contested as part of the ROPS 19-20 meet and confer process. Thereafter, on May 21, 2019, the Successor Agency filed a Petition For Writ of Mandate ("Petition") with the Superior Court in Sacramento County challenging DOF's decision to deny line item 123 on ROPS 19-20. See, Successor Agency To The Redevelopment Agency of the City of Emeryville v California Department of Finance, Keely Bosler, Case No. 34-2019-8000149. A hearing before the Superior Court to consider the Successor Agency's Petition is set for February 14, 2020. Accordingly, as set forth in the Petition on file with the Sacramento County Superior Court, the agreement with EKI for environmental engineering services at the Corporation Yard is an enforceable obligation pursuant to Health and Safety Code 34171(d)(1)(E) and (F) and is included in line item 123 as part of ROPS 20-21.</p>
124	<p>This item was denied by DOF as part of ROPS 19-20.</p>

Successor Agency (SA) Administrative Budgets

Exhibit B

Administrative Allowance Charges

	20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
Departments/Functions			
City Manager	\$ 4,339	\$ 4,339	\$ 8,678
City Clerk	3,463	3,463	6,926
City Attorney	21,476	21,477	42,953
Administrative Services	131,973	131,973	263,946
Public Works	11,309	11,309	22,618
General Operating Costs (rent, insurance, equipment, etc.)	29,728	29,727	59,455
Total	\$ 202,288	\$ 202,288	\$ 404,576

Tasks Include:

- Staff Meetings
- Staff Reports & Research
- Agendas & Minutes
- ROPS & Administrative Budget Preparation
- Overall SA Management
- Records Management & Website
- Maintenance of SA Property Information
- General Correspondence
- Attend Board Meetings
- Coordinate & Prepare SA Meetings
- Financial Management/Budgeting/Accounts Payable
- Annual Reporting